

RECORDATION NO. **23826** ^F ~~FILED~~

APR 29 '09 -12 45 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 29, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Cession, dated as of April 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession) previously filed with the Board under Recordation Number 23826-B.

The names and addresses of the parties to the enclosed document are:

Lessee: National Railroad Passenger
Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

US Lessor/Owner
Trustee: AMTRAK TRUST HS-MBK-1
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19801

Indenture Trustee: Manufacturers and Traders Trust
Company, successor to Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

Anne K. Quinlan, Esquire
April 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

High-Speed Trainset Number 20 consisting of 8 railcars within the series AMTK 2026 - AMTK 3523 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Termination and Release Cession.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with a large initial "R" and "A".

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 23826 ^F ₁₁₅

Execution Copy

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TERMINATION AND RELEASE
CESSION

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of April 29, 2009 (this "Termination") is between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), AMTRAK TRUST HS-MBK-1, a Delaware statutory trust (the "US Lessor") all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee" and "US Lessor") and MANUFACTURERS AND TRADERS TRUST COMPANY, successor to Allfirst Bank, a New York banking corporation, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-MBK-1), dated as of December 21, 2001 between Indenture Trustee and Owner Trustee.

WITNESSETH:

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into that certain Assignment (Cession) dated as of January 15, 2002 (the "Cession"), which was filed and recorded on January 14, 2002 at 4:18 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23826-B;

WHEREAS, the Cession provided for the assignment to the US Lessor by Amtrak of its rights as lessee of the Units (as described in Annex A attached hereto) under a Crédit-Bail Agreement, dated September 25, 2000 (as amended and supplemented, the "Head Lease"), between Amtrak and SNC Fintrack Bayamo (the "Head Lessor");

WHEREAS, the Head Lease has been terminated and the Head Lessor has transferred all of its right, title and interest in and to the Units to US Lessor pursuant to one or more bills of sale;

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1. Termination of the Cession and Release of the Units. The Cession is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession is hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: DALE M. STEIN
Title: TREASURER

(21)

DISTRICT OF COLUMBIA) ss

On this 24th day of April, 2009, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Craig S. Reed
Notary Public, D.C.

MY COMMISSION EXPIRES
JULY 31, 2009

My Commission Expires: _____

AMTRAK TRUST HS-MBK-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee



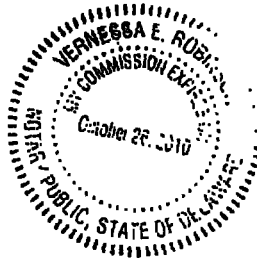
Name: Steven M. Barone
Title: Financial Services Officer

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 24 day of March, 2009, before me personally appeared Steven Barone, to me personally known, who, by me being duly sworn, says that he/she is Financial Services Officer of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernessa E. Robinson
Notary Public

My commission expires: VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2010



MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: Art Cummings
Name: Art Cummings
Title: Banking Officer

STATE OF MARYLAND)

CITY OF BALTIMORE)

ss.:

On this 24th day of March, 2009, before me personally appeared Artis Cumming me personally known, who, being by me duly sworn, says that he/she is a Bank Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Manufacturers and Traders Trust by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Delores K. Bailey

Notary Public

My commission expires: 4/1/2010



DESCRIPTION OF UNITS

Description

Amtrak Equipment Numbers

High-Speed Trainset Number 20
manufactured by Bombardier
Corporation and Alstom
Transportation Inc., consisting of:

Two (2) Power Cars	AMTK 2029 AMTK 2026
One (1) First Class Car	AMTK 3203
Three (3) Coach Cars	AMTK 3502 AMTK 3503 AMTK 3523
One (1) Bistro Car	AMTK 3310
One (1) End Coach Car	AMTK 3403

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/29/09



Robert W. Alvord